

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEBRASKA**

In re:)	Chapter 11
)	
SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et al.</i> , ¹)	Case No. 19-80064-TLS
)	
Debtors.)	(Jointly Administered)
)	

DEBTORS' EXHIBIT AND WITNESS LIST

Specialty Retail Shops Holding Corp. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), respectfully submit this Exhibit and Witness List on behalf of the Debtors and the Special Committee of Independent Directors, concerning the matters set for hearing before this Court on May 28, 2019.

<u>Counsel for Debtors:</u>	Steven Serajedinni, Steve Hackney, Travis M. Bayer, Jeffery Lula - Kirkland & Ellis, LLP
<u>Counsel for Debtors:</u>	James J. Niemeier, Michael T. Eversden, Lauren Goodman- McGrath North Mullin & Kratz, P.C., LLO
<u>Counsel for Special Committee of Independent Directors:</u>	Brian Lennon, Todd G. Cosenza – Willkie Farr & Gallagher LLP

EXHIBIT LIST

FILING #	DESCRIPTION OF EXHIBIT	OFFERED	ADMITTED
571	DISCLOSURE STATEMENT FOR THE SECOND AMENDED JOINT PLAN OF SPECIALTY RETAIL SHOPS HOLDING CORP AND ITS DEBTOR AFFILIATES	✓	✓
1361	NOTICE OF GLOBAL SETTLEMENT OF PLAN ISSUES AMONG THE DEBTORS, CREDITORS' COMMITTEE, SUN CAPITAL PARTNERS, AND LENDERS	✓	✓
1367	SECOND AMENDED JOINT CHAPTER 11 PLAN OF SPECIALTY RETAIL SHOPS HOLDING CORP. AND ITS DEBTOR AFFILIATES	✓	✓
215	ORDER (I) AUTHORIZING THE TRANSACTIONS OF CERTAIN PHARMACY ASSETS FREE AND CLEAR OF ALL INTERESTS AND (II) GRANTING RELATED RELIEF	✓	✓

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation LLC (4219); Penn-Daniels, LLC (0040); Place's Associates' Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); ShopKo Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors' service address is: 700 Pilgrim Way, Green Bay, Wisconsin, 54304. The cases have been procedurally consolidated and are being jointly administered under the case caption listed above.

1204	ORDER (I) AUTHORIZING THE SALE OF THE DEBTORS' OPTICAL BUSINESS, (II) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (III) AUTHORIZING A SETTLEMENT OF CLAIMS AND CAUSES OF ACTION, (IV) GRANTING RELIEF RELATED TO THE WIND-DOWN OF THE DEBTORS' REMAINING OPERATIONS, AND (V) GRANTING RELATED RELIEF	✓	✓
1421	DECLARATION OF ADAM W. VEROST IN SUPPORT OF CONFIRMATION OF THE SECOND AMENDED JOINT CHAPTER 11 PLAN OF SPECIALTY RETAIL SHOPS HOLDING CORP. (and attached exhibits)	✓	✓
1426	DEBTORS' BRIEF IN SUPPORT OF CONFIRMATION OF THE SECOND AMENDED JOINT CHAPTER 11 PLAN OF SPECIALTY RETAIL SHOPS HOLDING CORP. AND ITS DEBTOR AFFILIATES		
1427	DECLARATION OF ROBERT J. DUFFY IN SUPPORT OF CONFIRMATION OF THE DEBTORS' SECOND AMENDED JOINT CHAPTER 11 PLAN OF SPECIALTY RETAIL SHOPS HOLDING CORP. AND ITS DEBTOR AFFILIATES (and attached exhibits)	✓	✓
1428	DECLARATION OF CRAIG JOHNSON OF PRIME CLERK LLC REGARDING SOLICITATION OF VOTES AND TABULATION OF BALLOTS CAST ON THE SECOND AMENDED JOINT CHAPTER 11 PLAN OF SPECIALTY RETAIL SHOPS HOLDING CORP. AND ITS DEBTOR AFFILIATES (and attached exhibits)	✓	✓

1427	Exhibit A Liquidation Analysis	✓	✓
1254	Motion authorizing dhs to enter into settlement agmt with Sun Capital parties	✓	✓

WITNESS LIST

WITNESS NAME	Will/ May Call
Adam Verost (Ducera)	May Call
Robert Duffy (BRG)	May Call
Craig Johnson (Prime Clerk)	May Call
Any witness listed by any other party	May Call
Any witness necessary to lay the foundation for exhibits	May Call
Any witness required for the purposes of rebuttal	May Call

May 23, 2019
Omaha, Nebraska

/s Michael T. Eversden

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